109899

SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

RECEIVED COMPANY 2 8 2005



PROCESSED

FORM D

THOMSON NOTICE OF SALE OF SECURITIES
FINANCIAL PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

SEC	USE ON	ILY
Prefix		Serial
DAT	E RECEI	VED

Name of Offering ([] check if this is an amendment and name has changed, and indicat Sale of mineral and/or overriding royalty interests by Chevron U.S.A. Inc.	e change.)						
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [x] Rule 506 [] Sect apply):	ion 4(6) [] ULOE						
Type of Filing: [x] New Filing [] Amendment							
A. BASIC IDENTIFICATION DATA	A. BASIC IDENTIFICATION DATA						
Enter the information requested about the issuer	And the second						
Name of Issuer ([] check if this is an amendment and name has changed, and indicate Chevron U.S.A. Inc.	e change.)						
Address of Executive Offices (Number and Street, City, State, Zip Code) Area Code)	Telephone Number (Including						
•	(713) 752-7399						
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Area Code)	Telephone Number (Including						
(if different from Executive Offices) 6001 Bollinger Canyon Rd., San Ramon, CA 94583-2324	925-842-2802						

Brief Description of Busin Engage in all branches of th through various divisions.	ess petroleum industry as well as mineral, geothermal and other energy activities. Operations are carried of	ut
Type of Business Organiz	and the state of	mercen;
[x] corporation	[] limited partnership, already formed [] other (please specify):	
[] business trust	[] limited partnership, to be formed	
Mind dataset scales on the Art William State of the Art William State o	Month Year	(ng.yooon
Actual or Estimated Date	of Incorporation or Organization: [08] [1922] [x] Actual [] Estimated	
Jurisdiction of Incorporati	n or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [P][A]	
		01000000

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [:	(] Beneficial Owner] Executive Officer	k alika a zaderza olek e kara	[] Director [] General and/or Managing Partner	advantini da u vertina de verdende de
Full Name (Last nam Chevron U.S.A. Holdin		al)	al egogy (Sileges a alberta n	To financia di successiva della considera dell	OMBO LANGO SALLOSA	an ing alak anakanan sakanan sakanan manakan sakan	and the second s	igan garan da da garan da na da n
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Full Name (Last nam Texaco Exploration and		all)	en een en een een de een een een een een	en (marie en marie e	re u "doblou Bilveda	Makain kan da kan d	et N-CACAGO (CACAGO A) de esta discumbió y de como 2000 (CACAGO A) de entre control de como como como como como como como com	medianismismismi na utiki saturus deliku kirilik dilik utu utuk
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Full Name (Last nam Beebe, Lydia I.				00 To the deposit count in count in another in a substitution in accompany of the deposition of the substitution in the substi	***************************************	An accordance de la visión e como e e como e e como e e e e e e e e e e e e e e e e e e		
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Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[x] Executive Officer	[x] Director [] General and/or Managing Partner	
Full Name'(Last nam Foehr, Matthew J.	e first, if individu	al)	o, der vide i n. c. eta (a), sala da 643 da 59 da iga en inacumentada en ega su patremonenta derivada.	отим станун и или истопит от не в в ност в стану от постоя стану от в неводительного стану от стану стану стану	обет (в то то на предменя на принять на прин	500-90000
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Full Name (Last nam Thornton, Thomas R.	e first, if individu	al)	Professional States (1995) (1996) (1996) (1996) (1996) (1996) (1996) (1996) (1996) (1996) (1996) (1996) (1996)	A POLITICA DE ARRESTITUTO COMPANSA E CONTRA POR ESCUENCIA DE CONTRA POR ESCUENCIA DE CONTRA POR ESCUENCIA DE C	AMP WINDOWS physics of condemness and earlicher (see that dans) and 5 to 1 are established (received).	33 433333348 7
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Full Name (Last nam Wilcox, Raymond I.	e first, if individu	al)	如何的时候,可能是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个	эл обис сот не и ме о опицион отночного отне отнечательного отночения не	AMPTERIOR LOS ESTACOS E	***************************************
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A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[x] Executive Officer	[] Director [] General and/or Managing Partner	
Full Name (Last nam Barry, Lisa B.	e first, if individua	al)	rinnson militation) kassa (193 4 a. 1934 a. 1934 a. 1934 a. 1935 a. 1934 a. 1935 a. 1935 a. 1935 a. 1936 a. 1936	######################################	outspice; the second of the second	AMERICA (TILING) AND
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Full Name (Last nam Bennett, Paul V.	e first, if individua	al)	akinanan sara a sanat inganisi kenenin dikenden dianggan pengangan pengangan pengangan pengangan pengangan pen	осии и 3 гинва съ в насина въз на насина на насина дост объекто на под се на насина на н	en ik 1986 , ya T. EPP (Mesokotton a atiku 1984 kilanua 1984), a cilima ya 1980 (ausut 1	etter till der til det state sta
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Business or Residence 2613 Camino Ramon, S			t, City, State, Zip Cod	e)	novices and the second
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Full Name (Last name Taylor, Walker C.	e first, if individual))	THE STATE OF THE S	осного и домен от потого на почения в под почения в	and the second s
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Full Name (Last name Williams, Warner M.	e first, if individual)	Baddig de light ou d'ay arey agus agus - du th units - e en an er significant de principal de medicina de gala	en e	дасська (уд. 1950 год на 1964 год Новой на Майна (ус. «Во» Ар-дона Майна (уд. на 1966 год на 1966 год на 1966 г
Business or Residence 9525 Camino Media, Ba			t, City, State, Zip Code	9)	

B. INFORMATION ABOUT OFFERING												
	the issu	er sold,	or does	the issue	er intend	to sell, t	to non-a	ccredited	l investor	s in this		s No] [x]
			Answ	er also ir	Append	ix, Colu	mn 2, if	filing und	ler ULOE			
2. Wha	it is the i	minimun	n investr	nent that	will be a	ccepted	d from ar	y individ	lual?			_N/A
3. Doe	s the off	ering pe	rmit join	towners	hip of a s	single ur	nit?				Yes [x	- · · · ·
directly connect person the nar	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
	Full Name (Last name first, if individual) EnergyNet.com, Inc.											
Busine	ss or Re	esidence	Addres	s (Numb	er and S	treet, Ci	ty, State	, Zip Cod	de)		nchode (196 6) (1966) (1966) (1966)	
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1999 <u>1472211 TAX ET MC 29999</u>	onesidones one " no " ore o n o scasilec	C. OFF	ERING	PRICE,	NUMBE	R OF IN	IVESTO	RS, EXP	ENSES A	AND US	E OF PR	OCEED
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$0	\$0
Other (Specify Mineral and/or Overriding Royalty Interests).	\$ 565,975.00	\$565,975.00
Total	\$ <u>565,975.00</u>	\$ <u>565,975.00</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Dollar Amount of Purchases
Accredited Investors	10	<u>\$565,975.00</u>
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
Answer also in Appendix, Column 4, if filing under ULOE.		

Aggregate

¹ Estimated sales occurring at an auction of the interests. THE COMPANY TAKES THE POSITION THAT THE INTERESTS OFFERED DO NOT MEET THE DEFINITION OF A SECURITY AND IS FILING THIS FORM D TO SECURE THE EXEMPTION PROVIDED BY RULE 506 IN THE EVENT THAT SUCH INTERESTS ARE DEEMED TO BE SECURITIES.

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

	Type of Sec	Dollar curity Amount
Type of offering	1 3 pc 01 0 cc	Sold
Rule 505	N/A	\$ N/A
Regulation A	N/A	\$ <u>N/A</u>
Rule 504	N/A	\$ <u>N/A</u>
Total	N/A	\$ <u>N/A</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs	[x] \$ [x] \$	\$ <u>0</u>
Legal Fees		\$ <u>2,829.88</u>
Accounting Fees Engineering Fees	[x] { [x] {	`
Sales Commissions (specify finders' fees separately)		\$ 16,979.25
Other Expenses (identify)	[x] S	
Total		19.809.13
o. Enter the difference between the aggregate offering price given in response to Pa Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>546,165.87</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to Officers,

	Directors, & Affiliates	Payments To Others
Salaries and fees	[x] \$ <u> 0 </u>	[x] \$ <u> 0 </u>
Purchase of real estate	[x] \$ <u> 0 </u>	[x] \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	[x] \$ <u> 0 </u>	[x] \$ <u>0</u>
Construction or leasing of plant buildings and facilities	[x] \$ <u> 0 </u>	[x] \$ <u> 0 </u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[x] \$ <u> 0 </u>	[x] \$ <u> 0 </u>
Repayment of indebtedness	[x] \$ <u> 0 </u>	[x] \$ <u> 0 </u>
Working capital	[x] \$ <u> 0 </u>	[x] \$ <u>0</u>
Other (specify): General operating expenses	[x] \$ <u>273,082.94</u>	[x] \$ <u>273,082.93</u>
	[]\$	[]\$
Column Totals	[x]\$ 273,082.93	[x <u>]\$ 273,082.94</u>
Total Payments Listed (column totals added)	[x] <u>\$5</u>	546,165.87

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

The second secon		interior de la companya de la compa	
Issuer (Print or Type)	Signature	Date	
Chevron U.S.A. Inc.	Q.E. Wacter	3/23/05	
Name of Signer (Print or Type)	Title of Signer (Print or Type	Title of Signer (Print or Type)	
A. E. Wacker	Assistant Secretary	Assistant Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)